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### CARTER LEDYARD & MILBURN LLP

SURFACE HIGHSPORTATION BOARD

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October 4, 2011

#### **BY FEDEX**

Chief Section of Administration, Office of Proceedings, Surface Transportation Board 395 E Street, S.W. Washington, DC 20024

Dear Sir:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Partial Termination of Lease dated as of September 29, 2011. The name and address of the parties to the enclosed document are:

<u>Lessor:</u> <u>Lessee:</u>

Colonial Pacific Leasing Corporation c/o GE Capital-Corporate Finance 10 Riverview Drive Danbury CT 06810 Eastman.Chemical Company 200 South Wilcox Drive Kingsport, TN 37662

A description of the railroad equipment covered by the enclosed document is:

- 9 tank railcars [ETCX 821048-ETCX 821056]
- 23 tank railcars [ETCX 821025-821047]
- 10 tank railcars [ETCX 222607, 222619, 222645, 222655, 222660, 222672, 222694, 222700,222716 and 222719]
- 32 tank railcars [ETCX 430075-430106]

A short summary of the document to appear in the index is: NOTICE OF PARTIAL TERMINATION OF LEASE AND RELEASE OF SECURITY INTEREST.

Enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Please return stamped copies of the enclosed documents to the undersigned at your earliest convenience. If you have any questions with respect to the attached invoice, please feel free to contact

Very truly yours,

Justine M. Clark

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## Colonial Pacific Leasing Corporation

c/o GE Capital - Corporate Finance

10 Riverview Drive Danbury, CT 06810

T (203+749-6000

#### TERMINATION OF LEASE (Surface Transportation Board)

The undersigned, Colonial Pacific Leasing Corporation, as assignee of GE Capital Commercial Inc. (f/k/a Citicorp Leasing. Inc., successor-in-interest to BLC Corporation) (the "Lessor"), is the successor lessor under that certain Master Leasing Agreement dated as of June 1, 2003 ("Master Leasing Agreement") between the Lessor, as lessor and Eastman Chemical Company, as lessee (the "Lessee"), with respect to the lease by the Lessor to the Lessee of, among other assets, those certain 111A100W1 Interior Coated Non-Insulated Tank Cars as referenced in Schedule C to said Master Leasing Agreement and in Exhibit A attached hereto and made a part hereof (the "Subject Assets").

A certified true copy of said Master Leasing Agreement was duly filed and recorded with the Surface Transportation Board on October 20, 2004 at 11:28 a.m. under Recordation Number 25248.

This Termination of Lease acknowledges for the public record that said Master Leasing Agreement has, solely as it relates to and insofar as it encumbers the Subject Assets.

Notwithstanding anything to the contrary contained herein, this Termination of Lease shall not impair or terminate any of the rights and obligations of the Lessor and the Lessee under the Master Leasing Agreement (i) with respect to any equipment and other assets and property other than the Subject Assets; and (ii) expressed to survive pursuant to the terms of the Master Leasing Agreement.

IN WITNESS WHEREOF, the Lessor has signed this Termination of Lease on this 29 September, 2011.

STATE OF CONNECTICUT **COUNTY OF FAIRFIELD** 

) SS:

Colonial Pacific Leasing Corporation

Subscribed and sworn to before me this

Name: Michael Carravone

Title: Authorized Representative

Josephine Chang

Notary Public, State of Connecticut

Registration No. 137635

Recorded in the Notary Public Records

of Town of Danbury

Commission Expires March 31, 2014

OSEPHINE CHANG Notary Public State of Connects

My Commission Expires

# EXHIBIT A TO TERMINATION OF LEASE

## Description of Subject Assets

Invoice Description	Vin No	Manufacturer	Make	Model	Model Year
1 21K C/I CARB/SS T095 ACID	ET CX82 1048	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	FT CX821049	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ET CX821050	TEXANA	TANKER	TANKCAR	2007
· 21K C/I CARB/SS T095 ACID · 21K C/I CARB/SS T095 ACID	ET CX821051 E1 CX821052	TEXANA TEXANA	TANKER TANKER	TANK CAR TANK CAR	2007
21K C/I CARB/SS 1095 ACID	ET CX821053	TEXANA	TANKER	TANKCAR	2007 2007
21K C/I CARB/SS T095 ACID	ET CX821054	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ET CX821055	TEXANA	TANKER	TANK CAR	2007
21K C/I CARB/SS T095 ACID	ET CX821056	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ET CX82 1025	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	F7 CX82 1026	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ET CX821027	TEXANA	TANKER	TANK CAR	2007
· 21K C/I CARB/SS T095 ACID · 21K C/I CARB/SS T095 ACID	ET CX82 10 28 ET CX82 10 29	TEXANA TEXANA	TANKER TANKER	TANK CAR TANK CAR	2007 2007
21K C/I CARB/SS T095 ACID	ET CX821030	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ET CX82 1031	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	FT CX821032	TEXANA	TANKER	TANKCAR	2007
' 21K C/I CARB/SS T095 ACID	ETCX821033	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ET CX821034	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID 21K C/I CARB/SS T095 ACID	ET CX821035 FT CX821036	TEXANA TEXANA	TANKER TANKER	TANK CAR TANK CAR	2007 2007
21K C/I CARB/SS 1095 ACID	ET CX821037	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	E1 CX821038	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ETCX821039	TEXANA	TANKER	TANK CAR	2007
21K C/I CARB/SS T095 ACID	ET CX821040	TEXANA	TANKER	TANK CAR	2007
21K C/I CARB/SS T095 ACID	ET CX821041	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ET CX821042	TEXANA	TANKER	TANK CAR	2007
1 21K C/I CARB/SS T095 ACID	ET CX821043	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID	ET CX821044	TEXANA	TANKER	TANKCAR	2007
21K C/I CARB/SS T095 ACID 21K C/I CARB/SS T095 ACID	ET CX82 1045	TEXANA	TANKER TANKER	TANKCAR	2007
21K C/I CARB/SS 1095 ACID	ET CX82 1046 ET CX82 104 <u>7</u>	TEXANA TEXANA	TANKER	TANK CAR TANK CAR	2007 2007
22K NCNI CARB/ST T106 GEN	ET CX222607	ARI	TANKER	TANKCAR	2007
22K NCNI CARB/ST T106 GEN	ETCX222619	ARI	TANKER	TANKCAR	2007
1 22K NCNI CARB/ST T106 GEN	ETCX222645	ARI	TANKER	TANKCAR	2007
I 22K NONI CARB/ST T106 GEN	ET CX 22 2655	ARI	TANKER	TANKCAR	2007
22K NCNI CARB/ST T105 GEN	ET CX 22 26 60	ARI	TANKER	TANKCAR	2007
22K NCNI CARB/ST T106 GEN	ET CX 22 26 72	ARI	TANKER	TANKCAR	2007
22K NCNI CARB/ST T106 GEN 22K NCNI CARB/ST T106 GEN	ET CX 222694	ARI	TANKER	TANKCAR	2007
22K NCNI CARB/ST T106 GEN	ET CX222700 ET CX222716	ARI ARI	TANKER TANKER	TANK CAR TANK CAR	2007 2007
22K NCNI CARB/ST T105 GEN	ET CX 2227 19	ARI	TANKER	TANKCAR	2007
30K NCNI CARB/ST T108 GEN	ET CX 430075	TRINITY	TANKER	TANKCAR	2007
30K NCNI CARB/ST T108 GEN	ET CX 430076	TRINITY	TANKER	TANK CAR	2007
30K NONI CARBIST T108 GEN	ETCX430077	TRINITY	TANKER	TANK CAR	2007
30K NCNI CARB/ST T108 GEN	ET CX430078	TRINITY	TANKER	TANKCAR	2007
DOK NONI CARB/ST T108 GEN DOK NONI CARB/ST T108 GEN	ET CX 430079 ET CX 430080	TRINITY TRINITY	TANKER TANKER	TANK CAR TANK CAR	2007 2007
1 30K NCNI CARB/ST T108 GEN	ET CX430081	TRINITY	TANKER	TANK CAR	2007
30K NCNI CARB/ST T108 GEN	ETCX430082	TRINITY	TANKER	TANK CAR	2007
1 3DK NCNI CARB/ST TIDB GEN	ET CX 430083	TRINITY	TANKER	TANKCAR	2007
I 30K NCNI CARB/ST T108 GEN	ETCX430084	TRINITY	TANKER	TANKCAR	2007
1 30K NCNI CARB/ST T108 GEN	ET CX430085	TRINITY	TANKER	TANKCAR	2007
90K NCNI CARB/ST T108 GEN	ET CX 430086	TRINITY	TANKER	TANK CAR	2007
I 30K NCNI CARB/ST T108 GEN I 30K NCNI CARB/ST T108 GEN	ET CX 430087 ET CX 430088	TRINITY TRINITY	TANKER TANKER	TANK CAR TANK CAR	2007 2007
JOK NONI CARB/ST T108 GEN	ET CX430089	TRINITY	TANKER	TANKCAR	2007
30K NONI CARB/ST T108 GEN	FT CX 430090	TRINITY	TANKER	TANK CAR	2007
30K NCNI CARB/ST T108 GEN	ET CX430091	TRINITY	TANKER	TANKCAR	2007
30K NCNI CARE/ST T108 GEN	ET CX 430092	TRINITY	TANKER	TANK CAR	2007
30K NONI CARBIST T108 GEN	ET CX 430093	TRINITY	TANKER	TANK CAR	2007
30K NONI CARB/ST T108 GEN	ET CX430094	TRINITY	TANKER	TANK CAR	2007
30K NCNI CARB/ST T108 GEN	ET CX430095	TRINITY	TANKER	TANK CAR	2007
30K NCNI CARB/ST T108 GEN 30K NCNI CARB/ST T108 GEN	ET CX430096 ET CX430097	TRINITY TRINITY	TANKER TANKER	TANK CAR TANK CAR	2007 2007
30K NCNI CARB/ST T108 GEN	ETCX430096	TRINITY	TANKER	TANKCAR	2007
30K NCNI CARB/ST T108 GEN	ET CX430099	TRINITY	TANKER	TANKCAR	2007
30K NCNI CARB/ST T108 GEN	ETCX430100	TRINITY	TANKER	TANKCAR	2007
I 30K NCNI CARB/ST T108 GEN	ETCX430101	TRINITY	TANKER	TANKCAR	2007
1 30K NCNI CARB/ST T108 GEN	ETCX430102	TRINITY	TANKER	TANKCAR	2007
30K NONI CARB/ST T108 GEN	ET CX 430103	TRINITY	TANKER	TANKCAR	2007
30K NCNI CARB/ST T108 GEN 30K NCNI CARB/ST T108 GEN	ETCX430104 ETCX430105	TRINITY TRINITY	TANKER TANKER	TANK CAR TANK CAR	2007 2007
30K NCNI CARB/ST T108 GEN	ET CX430105	TRINITY	TANKER	TANKCAR	2007
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